

RECORDATION NO. 19552-A FILED

DEC 15 '03 3-26 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

December 15, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Chattel Mortgage and Security Agreement, dated December 5, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Chattel Mortgage and Security Agreement-R which was previously filed with the Commission under Recordation Number 19552.

The name and address of the party to the enclosed document are:

Secured Party: Fifth Third Bank  
(successor to Old Kent Bank)  
233 South Wacker Drive,  
Suite 400  
Chicago, IL 60606-6396

[Debtor: Residual Based Finance Corporation  
Three First National Plaza  
Suite 777  
Chicago, IL 60602]

Mr. Vernon A. Williams  
December 15, 2003  
Page Two

A description of the railroad equipment covered by the enclosed document  
is:  
346 railcars bearing DH, NYC, PR and CR reporting marks road numbers  
attached hereto

A short summary of the document to appear in the index follows:

Release of Chattel Mortgage and Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

## **Description of Railroad Equipment and Agreement**

### **Railroad Equipment**

Group A – 88 Units - 100 Ton 52'5" Gondolas – Car Marks DH, NYC, CR – Car Numbers 14512, 14529, 14543, 14557, 14567, 14572, 14582, 14588, 584701-584702, 584704-584711, 584714-584724, 584726-584735, 584737-584742, 584745, 584747-584754, 584756-584759, 584761-584768, 584771-584772, 584774-584782, 584785-584789, 608091, 608137, 608405, 608422, 608432, 608447

Group B – 26 Units - 100 Ton 52'5" Gondolas – Car Marks NYC, CR – Car Numbers 564695, 579765, 585258, 585259, 609003-609004, 609007, 609010-609011, 609014, 609016, 609018, 609024, 609026, 609029-609030, 609032-609036, 609038-609039, 609041, 609042, 609048

Group C – 129 Units – 100 Ton Coil Steel Flatcars – Car Marks NYC, CR – Car Numbers 627600-627614, 627616-627639, 627641-627673, 627675-627677, 627680-627697, 627699-627712, 627714-627721, 627723-627729, 627731-627734, 672674, 672678-672679

Group D – 91 Units – 86 Ft. 100 Ton Boxcars – Car Marks NYC, CR, PR – Car Numbers 240931, 241004, 241007, 241010, 241016-241017, 241020, 241023-241024, 241030-241032, 241034, 241036, 241040, 241044-241047, 241049, 241052, 241055-241056, 241058-241059, 241061, 241063-241067, 243880, 295623, 295625, 295630-295632, 295634, 295636, 295638, 295640, 295642-295643, 295645-295646, 295648, 295650-295667, 295670-295671, 295686, 295689-295690, 295693, 295695-295697, 295699-295702, 295704-295706, 295709, 295711-295712, 295714, 295717, 295721, 295723, 295725-295726, 295728, 296601

Group E – 12 Units – 86 Ft. 100 Ton Boxcars – Car Marks NYC, CR – Car Numbers 244125-244127, 244129-244136, 295614

**RELEASE OF CHATTEL MORTGAGE AND SECURITY AGREEMENT**

The undersigned, FIFTH THIRD BANK (successor in interest to Old Kent Bank), Secured Party, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and to the following:

Three Hundred Forty Six (346) Rail Cars, bearing NYC, CR, DH, & PR reporting marks and road numbers as set forth on Schedule 1 attached hereto.

Such security interest was granted pursuant to that certain Chattel Mortgage and Security Agreement-R, dated as of July 25, 1995, in favor of the Secured Party (Recordation Number 19552, Recorded on August 7, 1995 at 2:15 p.m.).

Dated this 5 day of December, 2003

FIFTH THIRD BANK

By: [Signature]

Title: Senior Vice President

State of Illinois

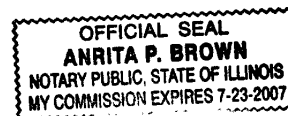
) ss:

County of Cook

On this 5<sup>th</sup> day of December, 2003, before me, personally appeared George Metzger, to me personally known, who being by me duly sworn, says that he/she is an officer of Fifth Third Bank and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Anrita P Brown  
Signature of Notary Public



My commission expires 7-23-2007

Subscribed and sworn to me this 5<sup>th</sup> day of December, 2003.

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PREPARED BY [illegible] RECORDATION BOARD

## Schedule 1

### Schedule of Railroad Equipment

Group A – 88 Units - 100 Ton 52'5" Gondolas – Car Marks DH, NYC, CR – Car Numbers 14512, 14529, 14543, 14557, 14567, 14572, 14582, 14588, 584701-584702, 584704-584711, 584714-584724, 584726-584735, 584737-584742, 584745, 584747-584754, 584756-584759, 584761-584768, 584771-584772, 584774-584782, 584785-584789, 608091, 608137, 608405, 608422, 608432, 608447

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